

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION

STATE OF ILLINOIS

ORIGINAL

ILLINOIS COMMERCE COMMISSION

MORGAN STANLEY CAPITAL GROUP INC. :

Proposal to implement a competitive
procurement process by establishing
Rider BGS, Rider BGS-L, Rider RTP,
Rider RTP-L, Rider D and Rider MV.

No. 05-0161

**PETITION FOR LEAVE TO INTERVENE OF
MORGAN STANLEY CAPITAL GROUP INC.**

To the Illinois Commerce Commission:

Pursuant to 83 Ill. Admin Code § 200.200, now comes MORGAN STANLEY CAPITAL GROUP INC. ("MSCG"), and submits this Petition for Leave to Intervene in the above-designated proceeding. In support hereof, MSCG states as follows:

1. On or about February 28, 2005, Central Illinois Light Company d/b/a AmerenCILCO, Central Illinois Public Service Company d/b/a AmerenCIPS, Illinois Power Company d/b/a AmerenIP, and Union Electric Company d/b/a AmerenUE ("Ameren Companies") filed with the Illinois Commerce Commission ("the Commission") proposed tariffs establishing a market value method pursuant to Section 16-112(a) of the Public Utilities Act (the "Act" (220 ILCS 5/1 *et seq.*)) to be effective post-2006 and related revisions to Rider PPO and other tariffs, including provisions that would enable subsequent restructuring of rates and unbundling of prices for bundled services pursuant to Sections 16-109A and 16-111(a) of the Act. The Ameren Companies submitted pre-filed direct testimony in support of its filing.

2. On March 9, 2005, the Commission entered an Order suspending the proposed tariffs of The Ameren Companies.

3. MSCG, a wholly-owned subsidiary of Morgan Stanley Dean Witter & Co., is a corporation organized under the laws of Delaware with its principal place of business in New York, New York. Pursuant to its authorization from the Federal Energy Regulatory Commission ("FERC") to sell wholesale power at market-based rates,¹ MSCG buys and sells wholesale power in the various markets throughout the United States. MSCG also is a licensed retail electric provider in New York and Texas. MSCG is or has been a standard offer/default service (or its equivalent) provider in Massachusetts, New Hampshire, Rhode Island and New Jersey, participating in bidding and request for proposals in each state. MSCG also has actively participated in standard offer/default service regulatory proceedings in several of these states.

4. MSCG is a potential CPP supplier in the State of Illinois.

5. As a wholesale power marketer and potential competitor for the right to provide BGS service, MSCG's interest is directly and substantially affected by the process and outcome of this proceeding and MSCG will be bound by the outcome of this proceeding. Furthermore, MSCG's interest cannot be adequately represented by any existing or future participants given the competitive and unique nature of its interests.

6. MSCG has substantial and unique insights gained in various states and markets regarding the provision of standard offer/basic generation/default service, supplier qualifications, bidding structure and requirements, commercial power sales

¹ *Morgan Stanley Capital Group Inc.*, 69 F.E.R.C. ¶ 61,175 (1994).

contract terms, wholesale and retail markets, and standard offer/basic generation/default service policy issues.

7. For purposes of the service list, the name and address of the persons to whom all correspondence, communications or filings regarding this proceeding shall be served upon:

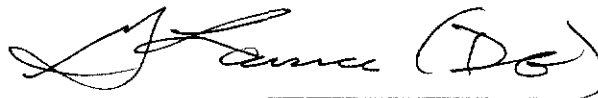
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8. MSCG agrees to accept service by electronic means as provided for in Section 200.1050 of the Commission's Rules of Practice. (83 Ill. Adm. Code 200.1050.)
WHEREFORE, MORGAN STANLEY CAPITAL GROUP INC. prays that this Petition for Leave to Intervene be granted and that MORGAN STANLEY CAPITAL GROUP INC. be treated as a party to this proceeding.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read 'G. Lawrence (DG)', is written over a horizontal line.

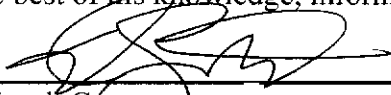
Gregory K. Lawrence
Attorney for Morgan Stanley Capital Group Inc.

Dated: April 6, 2005

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

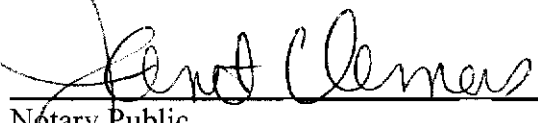
VERIFICATION

Divesh Gupta, being first duly sworn, on oath deposes and states that he is an Attorney for Morgan Stanley Capital Group Inc.; that he has read the above and foregoing Petition to Leave to Intervene, ICC Docket No. 05-0161; that he knows its contents; and that the same is true to the best of his knowledge, information, and belief.

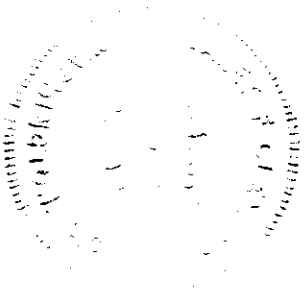


Divesh Gupta

Subscribed and sworn to before me
this 6th day of April, 2005



Notary Public



STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

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No. 05-0161

NOTICE OF FILING

Please take note that on April 6, 2005 we filed an original copy of the Petition For Leave to Intervene of Morgan Stanley Capital Group Inc. in the above-referenced proceeding to the Chief Clerk of the Illinois Commerce Commission, Elizabeth Rolando, 527 E. Capitol Avenue, Springfield, IL 62701.

Dated: April 6, 2005

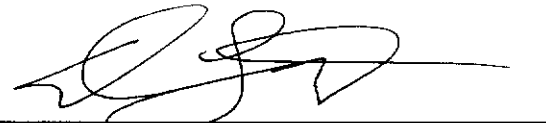


Gregory K. Lawrence
Attorney for Morgan Stanley Capital Group Inc.

CERTIFICATE OF SERVICE

I, Divesh Gupta, certify that copies of the foregoing Petition for Leave to Intervene of Morgan Stanley Capital Group Inc. were served upon the parties on the Commission's Official Service List with courtesy copies to The Ameren Companies via email today, April 6, 2005.

Dated: April 6, 2005



Divesh Gupta

ICC Docket No. 05-0161

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